

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION
STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

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ILLINOIS
COMMERCE COMMISSION

JUN 12 11 02 AM '02

IN THE MATTER OF:)

CHIEF CLERK'S OFFICE

THE PETITION OF THE CITY OF PEKIN, A)
MUNICIPAL CORPORATION, FOR APPROVAL) Docket No. 02-0352
PURSUANT TO 735 ILCS 5/7-102 TO CONDEMN)
A CERTAIN PORTION OF THE WATER WORKS)
SYSTEM OF ILLINOIS-AMERICAN WATER)
COMPANY.)

**MOTION FOR LEAVE TO APPEAR
AS COUNSEL IN ILLINOIS**

Illinois-American Water Company ("Illinois-American") hereby requests that Mr. Joe A. Conner of the law firm of Baker, Donelson, Bearman & Caldwell be granted leave under 83 Illinois Administrative Code, Section 200.90(a) to represent Illinois-American as co-counsel with Mr. Boyd J. Springer of Jones, Day, Reavis & Pogue and Ms. Sue A. Schultz, General Counsel of the Company, in the above-referenced proceeding. In support of its request, Illinois-American states as follows:

1. Mr. Conner (although not admitted to practice in Illinois) is an attorney in good standing in the State of Tennessee;
2. Mr. Conner is acting as counsel to companies affiliated with Illinois-American in matters involving exercise of the power of eminent domain in other jurisdictions and, therefore, have been asked to represent Illinois-American in Illinois in the interest of expedition, convenience and cost-effectiveness (which are each among the goals listed in 83 Illinois Administrative Code, Section 200.25);
3. Rules of the Tennessee Supreme Court would permit similarly experienced counsel in good standing from Illinois to appear in a Tennessee proceeding in a similar situation. Tenn. S. Ct. R. 7, Art. V, § 5.01.

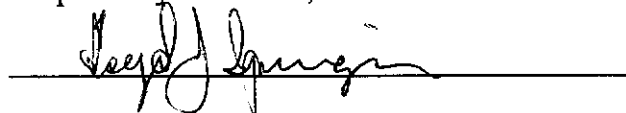
4. Mr. Springer and Ms. Schultz are each an attorney in good standing, licensed to practice law in the State of Illinois.

5. Notices should be sent to Mr. Conner at the following address:

Baker, Donelson, Bearman & Caldwell
Suite 1800 Republic Center
633 Chestnut Street
Chattanooga, TN 37450-1800
Phone: (423) 752-4417
Fax: (423) 752-9527
jconner@bdbc.com

WHEREFORE, Illinois-American Water Company requests that Mr. Conner be permitted to act as co-counsel for Illinois-American in this proceeding.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Boyd J. Springer", is written over a horizontal line.


Boyd J. Springer
JONES, DAY, REAVIS, & POGUE
77 West Wacker
Chicago, IL 60601-1692
Phone: 312/782-3939
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One of the Attorneys for
Illinois-American Water Company

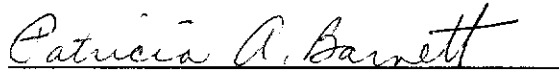
Dated: June 6, 2002

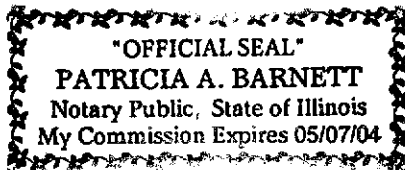
AFFIDAVIT

I, Sue A. Schultz, certify that: (i) I am the General Counsel and Secretary of Illinois-American Water Company; (ii) I have read the attached Motion for Leave to Appear as Counsel in Illinois; (iii) I am familiar with the facts stated therein; and (iv) the facts are true and correct to the best of my knowledge.


Sue A. Schultz

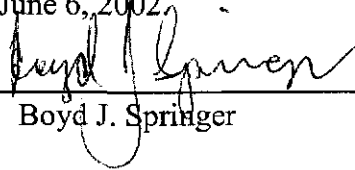
SUBSCRIBED and SWORN to before me
this 6th day of June, 2002.


Notary Public



CERTIFICATE OF SERVICE

Boyd J. Springer, an attorney, hereby certifies that he served copies of the Motion for Leave to Appear as Counsel in Illinois of Illinois-American Water Company on the individuals shown on the attached Service List, via electronic mail and First Class U. S. mail delivery, postage prepaid and properly addressed, on Thursday, June 6, 2002.



Boyd J. Springer

SERVICE LIST

Docket No. 02-0352

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